

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administered)

SUPPLEMENTAL DECLARATION OF KNUTE J. SALHUS

I, Knute J. Salhus, Esquire, declare under penalty of perjury as follows:

1. I am a partner in the law firm of Wilmer Cutler Pickering Hale and Dorr LLP (“WCPHD”), which maintains offices in New York, New York, among other places. The name, address, and telephone number for WCPHD are as follows:

Wilmer Cutler Pickering Hale and Dorr LLP
399 Park Avenue
New York, New York 10022
Telephone: (212) 230-8800
Facsimile: (212) 230-8888

2. I am a member in good standing of the bar of the State of New York.

3. I submit this Declaration to inform the Court and parties of the following.

4. On August 24, 2004, Delphi Corporation (“Delphi” or the “Company”) retained WCPHD to represent the Audit Committee to provide legal advice related to an investigation by the Securities and Exchange Commission (“SEC”). On November 9, 2005, Delphi and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) submitted a Retention Application for authorization to employ and retain WCPHD as special regulatory counsel for the Audit Committee. The Court entered an order granting that Application on December 2, 2005 pursuant to 11 U.S.C. §§ 327(e) and 1107(b). On October 30, 2006, the SEC commenced and simultaneously settled with the

Company a lawsuit alleging violations of federal securities laws. WCPHD continues to serve as special regulatory counsel for the Audit Committee.

5. On December 26, 2006, the Debtors submitted a Retention Application for authorization to employ and retain WCPHD to provide Delphi with legal advice in connection with the preparation and filing of Delphi's annual report, executive compensation, and related disclosure matters. On January 18, 2007, the Court entered an order granting that Application pursuant to 11 U.S.C. §§ 327(e) and 1107(b).

6. Presently, David A. Wilson, a partner in WCPHD's securities and litigation departments, is leading WCPHD's efforts to provide legal advice to the Audit Committee.

7. I am in charge of the WCPHD team providing Delphi with legal advice in connection with the preparation and filing of the Company's annual report, executive compensation, and related disclosure matters.

8. Recently, WCPHD was approached by a private equity fund with a small equity holding in Delphi and was asked to provide general restructuring and strategic advice to the equity fund.

9. Andrew Goldman, Vice Chair of WCPHD's bankruptcy and commercial department, will lead the work for this private equity fund.

10. Mr. Goldman and his team will be completely walled off from the teams led by Mr. Wilson and me.

11. The work to be performed by Mr. Goldman and his team on behalf of the private equity fund is unrelated to the work that Mr. Wilson and I are performing for the Audit Committee and Delphi, respectively.

12. WCPHD has discussed this issue with Delphi, and Delphi has consented to WCPHD's representation of the private equity fund, provided that WCPHD agrees not to commence any litigation asserting affirmative claims against Delphi. Our private equity fund client has consented to this limitation.

13. By reason of the foregoing, I believe that there is no conflict in WCPHD's representation of the private equity fund.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: March 9, 2007
New York, NY

WILMER CUTLER PICKERING
HALE AND DORR LLP

/s/ Knute J. Salhus
Knute J. Salhus

CERTIFICATE OF SERVICE

I certify that, on this 9th day of March, 2007, copies of the Supplemental Declaration of Knute J. Salhus were served, via first-class mail and facsimile on the parties listed below, and via electronic mail on all other parties on the Master and 2002 Service Lists.

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Caroline Rogus

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